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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

RCM Technologies, Inc.,

Plaintiff,

v.

Legion Partners Asset Management, LLC,
Bradley Vizi, Christopher Kiper, Roger
Ballou, Michael O'Connell, IRS Partners No.
19, L.P., The Leonetti/O'Connell Family
Foundation, M2O, Inc., The Michael F.
O'Connell and Margo L. O'Connell Revocable
Trust,

Defendants.

Civil Action No. 1:13-cv-06809-RBK-
KMW

**STIPULATION OF VOLUNTARY
DISMISSAL WITH PREJUDICE
PURSUANT TO FED.R.CIV.P.
41(a)(1)(A)(ii)**

Plaintiff RCM Technologies, Inc. (“RCM”), and Defendants Legion Partners Asset Management, LLC, Bradley Vizi, Christopher Kiper, Roger Ballou, Michael O’Connell, IRS Partners No. 19, L.P., The Leonetti/O’Connell Family Foundation, M2O, Inc., The Michael F. O’Connell and Margo L. O’Connell Revocable Trust (collectively, “the Legion Defendants”), by their undersigned counsel, hereby stipulate and agree, in accordance with Fed.R.Civ.P. 41(a)(1)(A)(ii), that:

1. This Action and all claims asserted by RCM in the Verified Complaint against the Legion Defendants are hereby dismissed in their entirety, with prejudice, and without fees or costs.
2. The Counterclaims asserted in this Action by Defendants Legion Partners Asset Management, LLC, Bradley Vizi, Roger Ballou, and IRS Partners No. 19, L.P. against RCM are hereby dismissed in their entirety, with prejudice, and without fees or costs.

s/ Nicholas Centrella

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Dated: January 29, 2014

s/ John McGahren

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Dated: January 29, 2014